

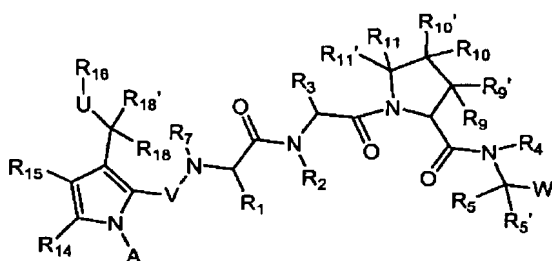
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## AMENDMENTS TO THE CLAIMS

Please amend Claims 1, 3, 5, 6, 7, 9, 12, 13, 19, 21, 22, 23, 25, 27, 35, and 42. The Claim listing below will replace all prior versions of the Claims in the application.

## Claim Listing

1. (Currently amended) A compound of formula I:



I

or a pharmaceutically acceptable salt thereof,

wherein:

$R_9$  and  $R_{9'}$  are each independently:

hydrogen-,

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-,

[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-,

(C6-C10)-aryl-,

(C6-C10)-aryl-(C1-C12)aliphatic-,

(C3-C10)-heterocyclyl-,

(C3-C10)-heterocyclyl-(C1-C12)aliphatic-,

(C5-C10)-heteroaryl-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to three aliphatic carbon atoms in each of  $R_9$  and  $R_{9'}$  are optionally replaced by O, N, NH, S, SO, or SO<sub>2</sub> in a chemically stable arrangement;

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wherein each of  $R_9$  and  $R_9$  is independently and optionally substituted with up to 3 substituents independently selected from J;

J is halogen,  $-OR'$ ,  $-NO_2$ ,  $-CN$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-R'$ , oxo, thioxo,  $=N(R')$ ,  $=N(OR')$ , 1,2-methylenedioxy, 1,2-ethylenedioxy,  $-N(R')_2$ ,  $-SR'$ ,  $-SOR'$ ,  $-SO_2R'$ ,  $-SO_2N(R')_2$ ,  $-SO_3R'$ ,  $-C(O)R'$ ,  $-C(O)C(O)R'$ ,  $-C(O)C(O)OR'$ ,  $-C(O)C(O)N(R')_2$ ,  $-C(O)CH_2C(O)R'$ ,  $-C(S)R'$ ,  $-C(S)OR'$ ,  $-C(O)OR'$ ,  $-OC(O)R'$ ,  $-C(O)N(R')_2$ ,  $-OC(O)N(R')_2$ ,  $-C(S)N(R')_2$ ,  $-(CH_2)_{0-2}NHC(O)R'$ ,  $-N(R')N(R')COR'$ ,  $-N(R')N(R')C(O)OR'$ ,  $-N(R')N(R')CON(R')_2$ ,  $-N(R')SO_2R'$ ,  $-N(R')SO_2N(R')_2$ ,  $-N(R')C(O)OR'$ ,  $-N(R')C(O)R'$ ,  $-N(R')C(S)R'$ ,  $-N(R')C(O)N(R')_2$ ,  $-N(R')C(S)N(R')_2$ ,  $-N(COR')COR'$ ,  $-N(OR')R'$ ,  $-C(=NH)N(R')_2$ ,  $-C(O)N(OR')R'$ ,  $-C(=NOR')R'$ ,  $-OP(O)(OR')_2$ ,  $-P(O)(R')_2$ ,  $-P(O)(OR')_2$ , or  $-P(O)(H)(OR')$ ; wherein;

each  $R'$  is independently selected from the group consisting of:

hydrogen-,

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-,

[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-,

(C6-C10)-aryl-,

(C6-C10)-aryl-(C1-C12)aliphatic-,

(C3-C10)-heterocyclyl-,

(C3-C10)-heterocyclyl-(C1-C12)aliphatic-,

(C5-C10)-heteroaryl-, and

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to 5 atoms in  $R'$  are optionally and independently substituted with J;

wherein two  $R'$  groups bound to the same atom optionally form a 5- to 6-membered aromatic or a 3- to 7-membered saturated or partially unsaturated ring system having up to 3 heteroatoms independently selected from the group consisting of N, NH, O, S, SO, and  $SO_2$ , wherein said ring is optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or a (C3-C10)heterocyclyl, wherein any ring has up to 3 substituents selected independently from J;

$R_{10}$ ,  $R_{10}$ ,  $R_{11}$ , and  $R_{11}$  are each independently:

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hydrogen-,

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-,

[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-,

(C6-C10)-aryl-,

(C6-C10)-aryl-(C1-C12)aliphatic-,

(C3-C10)-heterocyclyl-,

(C3-C10)-heterocyclyl-(C1-C12)aliphatic-,

(C5-C10)-heteroaryl-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein any ring is optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or (C3-C10)heterocyclyl;

wherein up to 3 aliphatic carbon atoms in each of R<sub>10</sub>, R<sub>10'</sub>, R<sub>11</sub>, and R<sub>11'</sub> are optionally replaced by a heteroatom selected from O, NH, S, SO, or SO<sub>2</sub> in a chemically stable arrangement;

wherein each of R<sub>10</sub>, R<sub>10'</sub>, R<sub>11</sub>, and R<sub>11'</sub> is independently and optionally substituted with up to 3 substituents independently selected from J; or

R<sub>10</sub> is -OR' and R<sub>10'</sub> is H; or

R<sub>10</sub> and R<sub>10'</sub> are both -OR' or -SR'; or

R<sub>10</sub> and R<sub>10'</sub> are both fluorine; or

R<sub>10</sub> and R<sub>10'</sub> are optionally taken together with the carbon atom to which they are bound to form a 5- to 7-membered saturated or partially unsaturated ring system;

wherein the R<sub>10</sub> and R<sub>10'</sub> atoms bound to the carbon atom are independently C(H), N, NH, O, S, SO, or SO<sub>2</sub>;

wherein said ring optionally contains up to 4 heteroatoms independently selected from the group consisting of N, NH, O, S, SO, and SO<sub>2</sub>;

wherein any atom is optionally singly or multiply substituted with up to 2 substituents selected independently from J; and

wherein said ring is optionally fused to a second ring selected from the group consisting of (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, and a (C3-

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C10)heterocyclyl, wherein said second ring has up to 3 substituents selected independently from J; or

R<sub>9</sub> and R<sub>10</sub> are optionally taken together with the ring atoms to which they are bound to form a 5- to 6-membered aromatic or a 3- to 7-membered saturated or partially unsaturated ring system up to 3 heteroatoms independently selected from N, NH, O, S, SO, or SO<sub>2</sub>; wherein said ring system is optionally substituted with up to 3 substituents selected independently from J; or

R<sub>10</sub> and R<sub>11</sub> are optionally taken together with the ring atoms to which they are bound to form a 5- to 6-membered aromatic or a 3- to 7-membered saturated or partially unsaturated ring system having up to 3 heteroatoms independently selected from N, NH, O, S, SO, or SO<sub>2</sub>; wherein said ring is optionally substituted with up to 3 substituents selected independently from J; or

R<sub>9</sub> and R<sub>11</sub> are optionally taken together with the ring atoms to which they are bound to form a bridged bicyclic saturated or partially unsaturated carbocyclic or heterocyclic ring system containing up to 10 atoms; wherein said ring system is optionally substituted with up to 3 substituents selected independently from J; wherein each heteroatom in the heterocyclic ring system is selected from the group consisting of N, NH, O, S, SO, ~~or~~ and SO<sub>2</sub>;

R<sub>1</sub> and R<sub>3</sub> are each independently:

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-,

[(C3-C10)-cycloalkyl- or -cycloalkenyl]-(C1-C12)-aliphatic-,

(C6-C10)-aryl-(C1-C12)aliphatic-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to 3 aliphatic carbon atoms in each of R<sub>1</sub> and R<sub>3</sub> are optionally replaced by a heteroatom selected from O, N, NH, S, SO, or SO<sub>2</sub> in a chemically stable arrangement;

wherein each of R<sub>1</sub> and R<sub>3</sub> is independently and optionally substituted with up to 3 substituents independently selected from J;

R<sub>2</sub>, R<sub>4</sub>, and R<sub>7</sub> are each independently:

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hydrogen-,

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl-(C1-C12)-aliphatic-, or

(C6-C10)-aryl-(C1-C12)-aliphatic-;

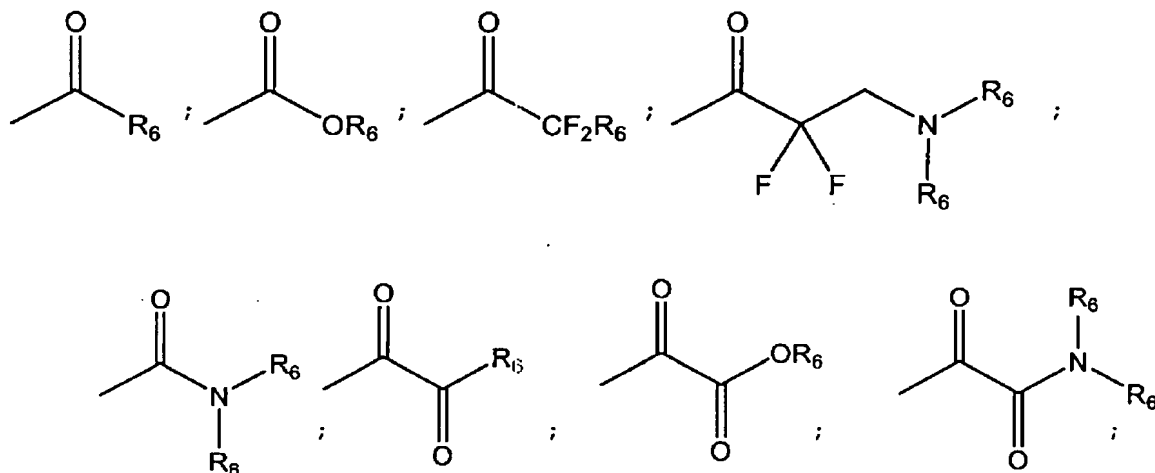
wherein up to two aliphatic carbon atoms in each of  $R_2$ ,  $R_4$ , and  $R_7$  are optionally replaced by a heteroatom selected from the group consisting of O, N, NH, S, SO, and  $SO_2$  in a chemically stable arrangement;

wherein each of  $R_2$ ,  $R_4$ , and  $R_7$  is optionally substituted with up to 3 substituents independently selected from J;

$R_3$  and  $R_5$  are each independently hydrogen or (C1-C12)-aliphatic, wherein any hydrogen is optionally replaced with halogen; wherein any terminal carbon atom of  $R_5$  is optionally substituted with sulfhydryl or hydroxy; or  $R_5$  is Ph or  $-CH_2Ph$  and  $R_5$  is H, wherein said Ph or  $-CH_2Ph$  group is optionally substituted with up to 3 substituents independently selected from J; or

$R_5$  and  $R_5$  together with the atom to which they are bound optionally form a 3- to 6-membered saturated or partially unsaturated ring having up to 2 heteroatoms selected from the group consisting of N, NH, O, SO, and  $SO_2$ ; wherein said ring is optionally substituted with up to 2 substituents selected independently from J;

W is:





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(C3-C10)-heterocyclyl-(C1-C12)-aliphatic-,

(C5-C10)-heteroaryl-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to 3 aliphatic carbon atoms in each  $R_6$  is optionally replaced by a heteroatom selected from O, NH, S, SO, or  $SO_2$  in a chemically stable arrangement;

wherein  $R_6$  is optionally substituted with up to 3 J substituents; or

two  $R_6$  groups, together with the nitrogen atom to which they are bound, optionally form a 5- to 6-membered aromatic or a 3- to 7-membered saturated or partially unsaturated ring system having up to 3 heteroatoms independently selected from the group consisting of N, NH, O, S, SO, and  $SO_2$ , wherein said ring is optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or a (C3-C10)heterocyclyl, wherein any ring has up to 3 substituents selected independently from J;

wherein each  $R_8$  is independently -OR'; or the  $R_8$  groups together with the boron atom, is a (C3-C10)-membered heterocyclic ring having in addition to the boron up to 3 additional heteroatoms selected from the group consisting of N, NR', O, SO, and  $SO_2$ ;

V is -C(O)-, -C(S)-, -S(O)-, or -S(O)<sub>2</sub>-;

A is hydrogen or -C(R<sub>12</sub>)(R<sub>12'</sub>)-T-R<sub>13</sub>;

T is oxygen or a bond;

R<sub>12</sub> and R<sub>12'</sub> are each independently:

hydrogen-, or

(C1-C6)-aliphatic-;

wherein up to two aliphatic carbon atoms in each of R<sub>12</sub> and R<sub>12'</sub> are optionally replaced by a heteroatom selected from the group consisting of O, N, NH, S, SO, and  $SO_2$  in a chemically stable arrangement; or

R<sub>12</sub> is absent and R<sub>12'</sub> is =O;

R<sub>13</sub> is -C(O)R', -P(O)(OR')<sub>2</sub>, -SO<sub>3</sub>R', -R', or R<sub>19</sub>;

R<sub>19</sub> is:

hydrogen,

(C1-C12)-aliphatic-,

(C6-C10)-aryl-(C1-C12)aliphatic-, or

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(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to 3 aliphatic carbon atoms in each  $R_{19}$  is optionally replaced by a heteroatom selected from O,  $NR_{19}$ , S, SO, or  $SO_2$  in a chemically stable arrangement;

wherein up to 3 aliphatic carbon atoms in each  $R_{19}$  is optionally replaced with -C(O)-;

wherein  $R_{19}$  is optionally substituted with up to 3 J substituents;

wherein any  $NR_{19}$ , taken together with the nitrogen and a carbon adjacent to the nitrogen, optionally forms a 5- to 7-membered ring system, wherein said ring system optionally contains up to three additional heteroatoms selected from the group consisting of O, N, NH, S, SO, and  $SO_2$  in a chemically stable arrangement;

$R_{14}$  and  $R_{15}$  are independently halogen, -OR', -OC(O)N(R')<sub>2</sub>, -NO<sub>2</sub>, -CN, -CF<sub>3</sub>, -OCF<sub>3</sub>, -R', 1,2-methylenedioxy, 1,2-ethylenedioxy, -N(R')<sub>2</sub>, -SR', -SOR', -SO<sub>2</sub>R', -SO<sub>2</sub>N(R')<sub>2</sub>, -SO<sub>3</sub>R', -C(O)R', -C(O)C(O)R', -C(O)CH<sub>2</sub>C(O)R', -C(S)R', -C(O)OR', -OC(O)R', -C(O)N(R')<sub>2</sub>, -OC(O)N(R')<sub>2</sub>, -C(S)N(R')<sub>2</sub>, or -(CH<sub>2</sub>)<sub>0-2</sub>NHC(O)R';

$R_{16}$  is R', -C(O)R', -P(O)(OR')<sub>2</sub>, or -SO<sub>3</sub>R';

U is O, N, or a bond; and

$R_{18}$  and  $R_{18'}$  are optionally taken together with the carbon atom to which they are bound to form a 5- to 7-membered saturated or partially unsaturated ring system;

wherein the  $R_{18}$  and  $R_{18'}$  atoms bound to the carbon atom are independently O or N;

wherein said ring optionally contains up to 1 additional heteroatom selected from the group consisting of N, NH, O, S, SO, and  $SO_2$ ;

wherein any substitutable atom is optionally singly or multiply substituted with up to 2 substituents selected independently from J;

wherein said ring is optionally fused to a second ring selected from the group consisting of (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, and a (C3-C10)heterocyclyl, wherein said second ring has up to 3 substituents selected independently from J;

provided that when  $R_{18}$  and  $R_{18'}$  are optionally taken together with the carbon atom to which they are bound to form a 5- to 7-membered saturated or partially



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unsaturated ring system, then  $R_{16}$  is  $R'$ ; or

$R_{18}$  is  $=O$ ,  $=CH_2$ ,  $=N(R')$ , or  $=N(OR')$  and  $R_{18}$  is absent, provided that when  $R_{18}$  is absent and  $R_{18}$  is  $=CH_2$ , then  $U$  is oxygen; and

provided that when  $R_{18}$  is absent and  $R_{18}$  is  $=O$ ,  $=N(R')$  or  $=N(OR')$ , then  $U$  is a bond and  $R_{16}$  is  $R'$ ; and

provided that when  $R_{18}$  is absent and  $R_{18}$  is  $=O$ , then  $U$  is a bond and  $R_{16}$  is  $R'$  then  $A$  is  $-C(R_{12})(R_{12'})-T-R_{13}$ .

2. (original) The compound according to claim 1, wherein  $V$  is  $-C(O)-$ .

3. (currently amended) The compound according to claim 2, wherein:

$A$  is  $-C(R_{12})(R_{12'})-T-R_{13}$ ;

$R_{12}$  and  $R_{12'}$  are both hydrogen;

$T$  is oxygen;

$R_{13}$  is  $-C(O)R'$ ,  $-P(O)(OR')_2$ ,  $-SO_3R'$ , or  $-R'$ ;

$R_{14}$  and  $R_{15}$  are both  $-R'$ ;

$R_{18}$  is  $=O$  and  $R_{18}$  is absent;

$U$  is a bond; and

$R_{16}$  is  $R'$ , wherein  $R'$  is ~~selected from~~:

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-, or

[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-; and

wherein up to 5 atoms in  $R'$  are optionally and independently substituted with  $J$ .

4. (original) The compound according to claim 3, wherein:

$R_{13}$  is  $-C(O)R'$ ,  $-P(O)(OR')_2$ , or  $-R'$ ;

$R_{14}$  and  $R_{15}$  are both  $-R'$  and  $R'$  is (C1-C12)-aliphatic-; and

$R_{16}$  is  $R'$ , wherein  $R'$  is (C1-C12)-aliphatic-.

5. (currently amended) The compound according to claim 2, wherein:

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A is  $-C(R_{12})(R_{12'})-T-R_{13}$ ;

$R_{12}$  is hydrogen and  $R_{12'}$  is (C1-C6)-aliphatic-;

wherein up to two aliphatic carbon atoms in  $R_{12'}$  are optionally replaced by a heteroatom selected from the group consisting of O, N, NH, S, SO, and  $SO_2$  in a chemically stable arrangement;

T is oxygen;

$R_{13}$  is  $-C(O)R'$ ,  $-P(O)(OR')_2$ ,  $-SO_2R'$ , or  $-R'$ ;

$R_{14}$  and  $R_{15}$  are both  $-R'$ ;

$R_{18'}$  is  $=O$  and  $R_{18}$  is absent;

U is a bond; and

$R_{16}$  is  $R'$ , wherein  $R'$  is ~~selected from~~:

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-, or

[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-; and

wherein up to 5 atoms in  $R'$  are optionally and independently substituted with J.

6. (currently amended) The compound according to claim 5, wherein:

$R_{13}$  is  $-C(O)R'$ ,  $-P(O)(OR')_2$ , or  $-R'$ ;

$R_{14}$  and  $R_{15}$  are both  $-R'$  and  $R'$  is (C1-C12)-aliphatic-; and

$R_{16}$  is  $R'$ , wherein  $R'$  is (C1-C12)-aliphatic-;

7. (currently amended) The compound according to claim 2, wherein:

A is  $-C(R_{12})(R_{12'})-T-R_{13}$ ;

$R_{12}$  is absent and  $R_{12'}$  is  $=O$ ;

T is oxygen or a bond;

$R_{13}$  is  $-R_{19}$ ;

$R_{14}$  and  $R_{15}$  are both  $-R'$ ;

$R_{18'}$  is  $=O$  and  $R_{18}$  is absent;

U is a bond; and

$R_{16}$  is  $R'$ , wherein  $R'$  is ~~selected from~~:

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(C1-C12)-aliphatic-,  
(C3-C10)-cycloalkyl- or -cycloalkenyl-, or  
[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-; and  
wherein up to 5 atoms in R' are optionally and independently substituted with J.

8. (original) The compound according to claim 2, wherein:

R<sub>18</sub>' is =CH<sub>2</sub>, and R<sub>18</sub> is absent;  
U is oxygen;  
R<sub>16</sub> is R', -C(O)R', -P(O)(OR')<sub>2</sub>, or -SO<sub>3</sub>R';  
R<sub>14</sub> and R<sub>15</sub> are both -R'; and  
A is hydrogen.

9. (currently amended) The compound according to claim 8, wherein:

R<sub>16</sub> is R', -C(O)R', or -P(O)(OR')<sub>2</sub>; and  
R<sub>14</sub> and R<sub>15</sub> are both -R' and R' is (C1-C12)-aliphatic-.

10. (original) The compound according to claim 2, wherein:

R<sub>18</sub>' is =N(R') or =N(OR') and R<sub>18</sub> is absent;  
U is a bond;  
R<sub>16</sub> is R';  
R<sub>14</sub> and R<sub>15</sub> are both -R'; and  
A is hydrogen.

11. (original) The compound according to claim 10, wherein:

R<sub>14</sub> and R<sub>15</sub> are both -R' and R' is (C1-C12)-aliphatic-.

12. (currently amended) The compound according to claim 2, wherein:

R<sub>18</sub> and R<sub>18</sub>' are optionally taken together with the carbon atom to which they are bound to form a 5- to 7-membered saturated or partially unsaturated ring system;  
wherein the R<sub>18</sub> and R<sub>18</sub>' atoms bound to the carbon atom are independently O or



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wherein:

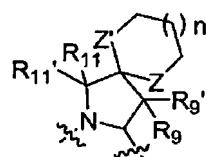
n is 0, 1, or 2;

Z and Z' are independently C(H), N, NH, O, or S;

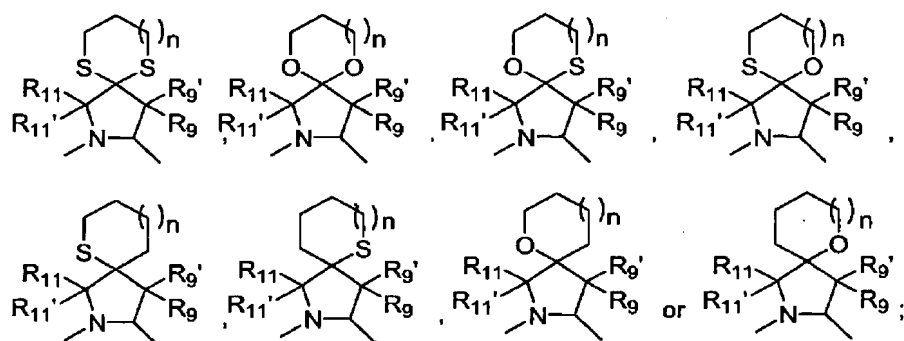
R<sub>9</sub>, R<sub>9'</sub>, R<sub>11</sub>, and R<sub>11'</sub> are as defined in claim 1; and

the spirocyclic ring containing Z and Z' is optionally substituted with up to 3 J substituents, wherein J is as defined in claim 1.

17. (original) The compound according to claim 16, wherein:



radical is:



wherein:

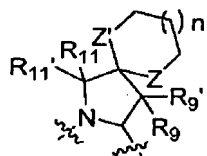
R<sub>11</sub> and R<sub>11'</sub> are both H;

n is 0, 1, or 2;

R<sub>9</sub> and R<sub>9'</sub> are as defined in claim 1; and

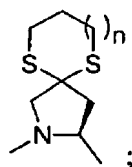
the spirocyclic ring containing Z and Z' is optionally substituted with up to 3 J substituents, wherein J is as defined in claim 1.

18. (original) The compound according to claim 17, wherein the



radical is:

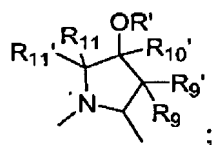
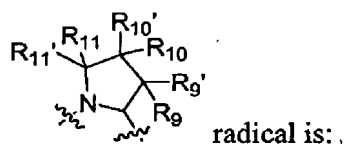
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wherein:

n is 0 or 1.

19. (currently amended) The compound according to claim 1, wherein the



wherein:

R<sub>9</sub>, R<sub>9'</sub>, R<sub>10</sub>, R<sub>11</sub>, and R<sub>11'</sub> are as defined in claim 1; and

R' is:

(C6-C10)-aryl-,

(C6-C10)-aryl-(C1-C12)aliphatic-,

(C3-C10)-heterocyclyl-,

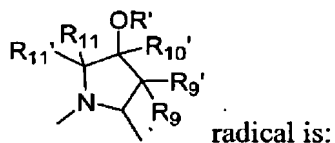
(C3-C10)-heterocyclyl-(C1-C12)aliphatic-,

(C5-C10)-heteroaryl-, or

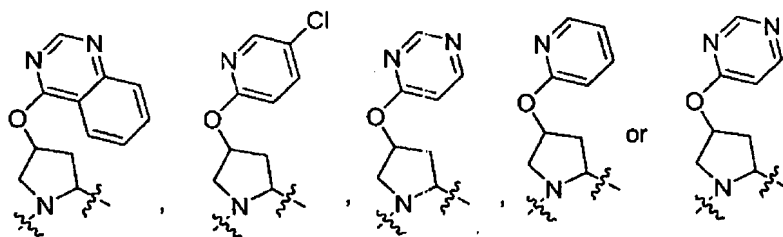
(C5-C10)-heteroaryl-(C1-C12)-aliphatic-; and

wherein up to 5 atoms in R' are optionally and independently substituted with J.

20. (original) The compound according to claim 19, wherein the

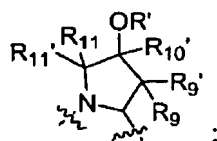
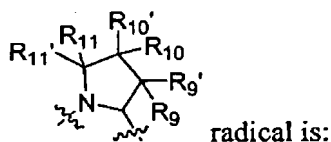


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wherein the R' ring is optionally substituted with up to 5 substituents independently selected from J.

21. (currently amended) The compound according to claim 1, wherein the



wherein:

R<sub>9</sub>, R<sub>9</sub>', R<sub>10</sub>', R<sub>11</sub>, and R<sub>11</sub>' are as defined in claim 1; and

R' is selected from the group consisting of:

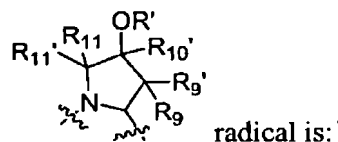
(C6-C10)-aryl-(C1-C12)aliphatic-,

(C3-C10)-heterocyclyl-(C1-C12)aliphatic-, and

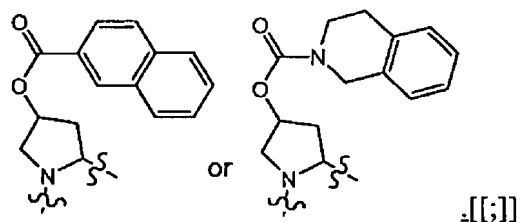
(C5-C10)-heteroaryl-(C1-C12)-aliphatic-; and

wherein up to 5 atoms in R' are optionally and independently substituted with J.

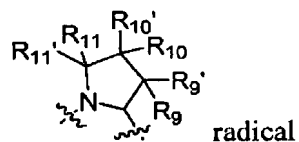
22. (currently amended) The compound according to claim 21, wherein the



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23. (currently amended) The compound according to claim 1, wherein in the



$R_9$ ,  $R_{10}$ ,  $R_{10'}$ ,  $R_{11}$ , and  $R_{11'}$  are as defined in claim 1; and

$R_9$  is:

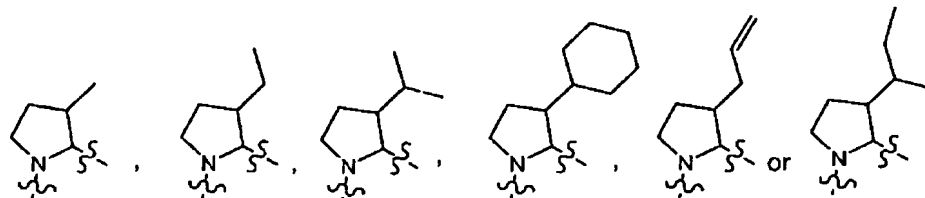
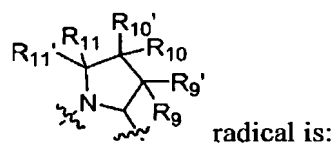
(C1-C12)-aliphatic-, or

(C3-C10)-cycloalkyl- or -cycloalkenyl-;

wherein up to three aliphatic carbon atoms in  $R_9$  may be replaced by O, N, NH, S, SO, or SO<sub>2</sub>; and

wherein  $R_9$  is independently and optionally substituted with up to 3 substituents independently selected from J.

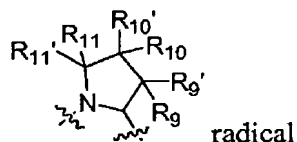
24. (original) The compound according to claim 23, wherein the



25. (currently amended) The compound according to claim 1, wherein in the



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R<sub>9</sub>, R<sub>9'</sub>, R<sub>10</sub>, R<sub>10'</sub>, and R<sub>11</sub> are H; and

R<sub>11'</sub> is:

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-, or

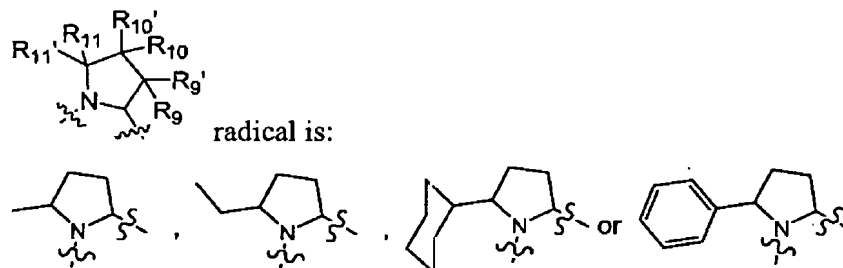
(C6-C10)-aryl-,

wherein any ring is optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or (C3-C10)heterocyclyl;

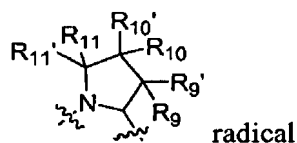
wherein up to 3 aliphatic carbon atoms in R<sub>11'</sub> may be replaced by a heteroatom selected from O, NH, S, SO, or SO<sub>2</sub> in a chemically stable arrangement; and

wherein R<sub>11'</sub> is independently and optionally substituted with up to 3 substituents independently selected from J.

26. (previously presented) The compound according to claim 25, wherein the



27. (currently amended) The compound according to claim 1, wherein in the



R<sub>9</sub>, R<sub>10</sub>, R<sub>11</sub>, and R<sub>11'</sub> are H; and

R<sub>9</sub> and R<sub>10'</sub> are:

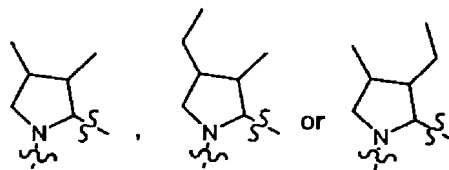
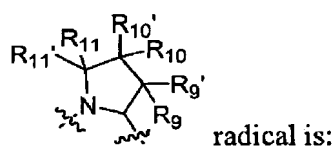
(C1-C12)-aliphatic-, or

(C3-C10)-cycloalkyl- or -cycloalkenyl-,

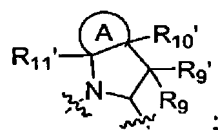
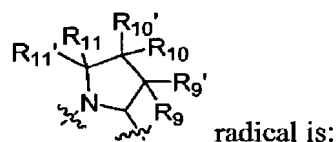
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wherein up to 3 aliphatic carbon atoms in  $R_9$  and  $R_{10}$  may be replaced by a heteroatom selected from O, NH, S, SO, or  $SO_2$  in a chemically stable arrangement; and  
 wherein  $R_9$  and  $R_{10}$  are independently and optionally substituted with up to 3 substituents independently selected from J.

28. (original) The compound according to claim 27, wherein the



29. (previously presented) The compound according to claim 1, wherein the

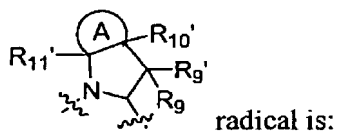


wherein;

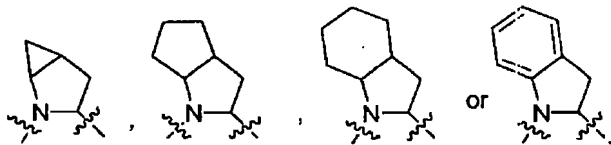
ring A is a 5- to 6-membered aromatic or a 3- to 7-membered non-aromatic ring system having up to 3 heteroatoms independently selected from N, NH, O, SO, or  $SO_2$ ;  
 wherein said ring A is optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or (C3-C10)heterocyclyl;  
 wherein any ring has up to 3 substituents selected independently from J; and  
 $R_9$ ,  $R_9'$ ,  $R_{10}'$ , and  $R_{11}'$  are as defined in claim 1.

30. (original) The compound according to claim 29, wherein the

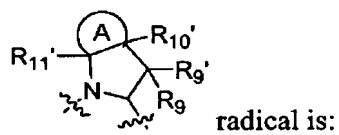
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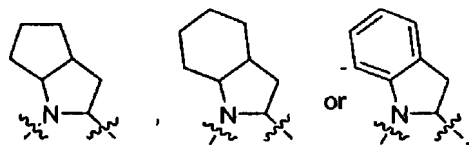
radical is:



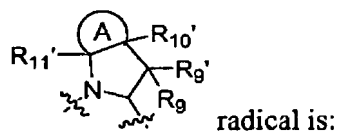
31. (original) The compound according to claim 30, wherein the



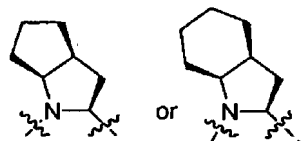
radical is:



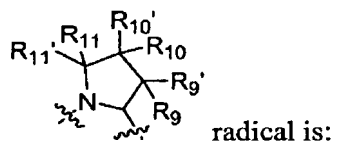
32. (original) The compound according to claim 31, wherein the



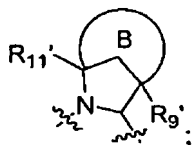
radical is:



33. (previously presented) The compound according to claim 1, wherein the



radical is:



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wherein:

ring B forms a 3- to a 20-membered carbocyclic or heterocyclic ring system;

wherein each ring B is either aromatic or nonaromatic;

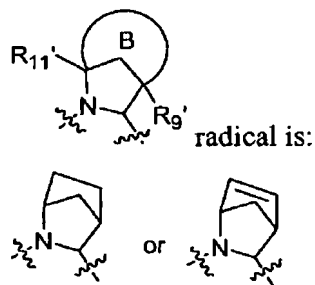
wherein each heteroatom in the heterocyclic ring system is N, NH, O, SO, or SO<sub>2</sub>;

wherein ring B is optionally fused to a (C<sub>6</sub>-C<sub>10</sub>)aryl, (C<sub>5</sub>-C<sub>10</sub>)heteroaryl, (C<sub>3</sub>-C<sub>10</sub>)cycloalkyl, or (C<sub>3</sub>-C<sub>10</sub>)heterocyclyl;

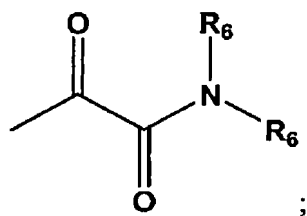
wherein each ring has up to 3 substituents selected independently from J; and

R<sub>9</sub>' and R<sub>11</sub>' are as defined in claim 1.

34. (original) The compound according to claim 33, wherein the



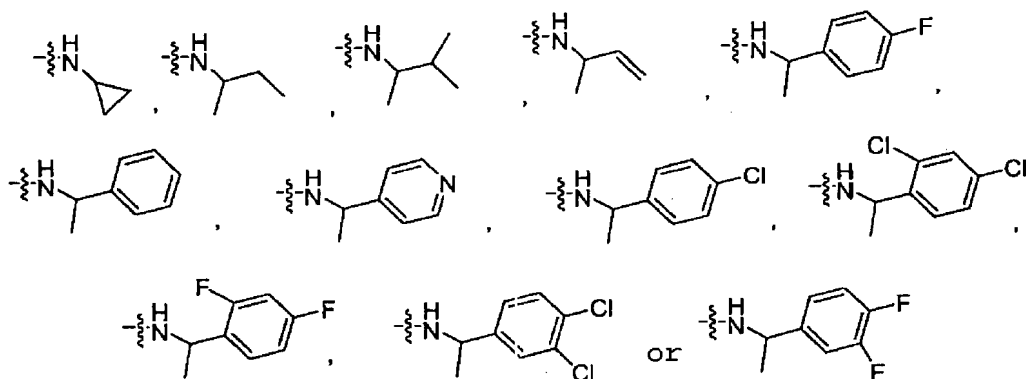
35. (currently amended) The compound according to claim 1, wherein W is:



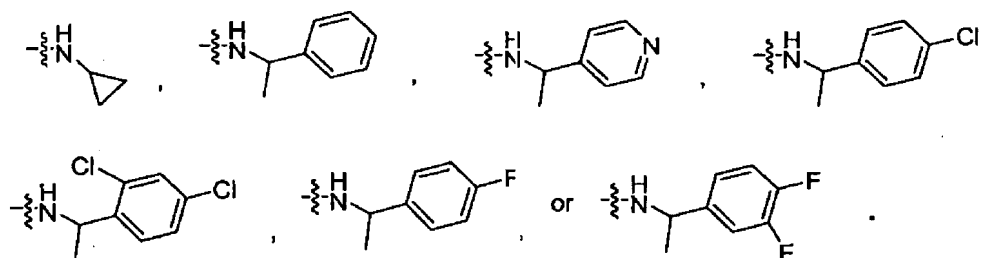
wherein in the W, the NR<sub>6</sub>R<sub>6</sub> is ~~selected from~~ -NH-(C<sub>1</sub>-C<sub>6</sub> aliphatic), -NH-(C<sub>3</sub>-C<sub>6</sub> cycloalkyl), -NH-CH(CH<sub>3</sub>)-aryl, or -NH-CH(CH<sub>3</sub>)-heteroaryl, wherein said aryl or said heteroaryl is optionally substituted with up to 3 halogens.

36. (original) The compound according to claim 35, wherein in the W, the NR<sub>6</sub>R<sub>6</sub> is:

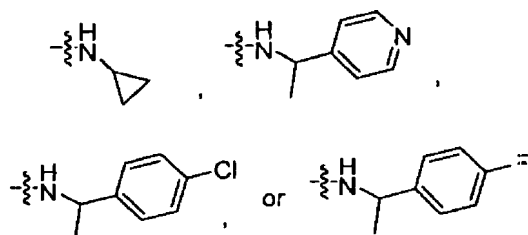
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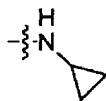
37. (original) The compound according to claim 36, wherein in the W, the  $\text{NR}_6\text{R}_6$  is:



38. (original) The compound according to claim 37, wherein in the W, the  $\text{NR}_6\text{R}_6$  is:

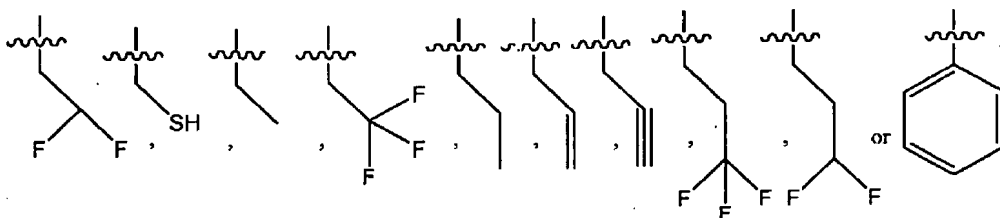


39. (original) The compound according to claim 38, wherein in the W, the  $\text{NR}_6\text{R}_6$  is:

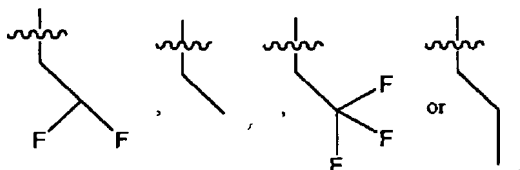


40. (previously presented) The compound according to claim 1, wherein  $\text{R}_5$  is hydrogen and  $\text{R}_5$  is:

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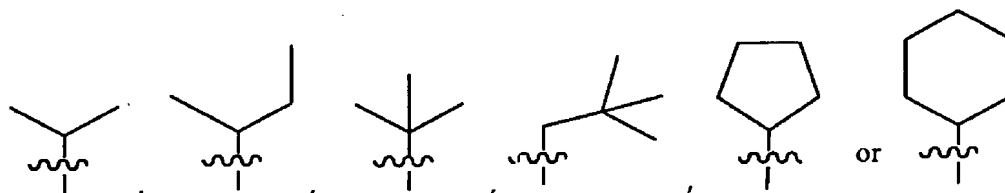
41. (original) The compound according to claim 40, wherein R<sub>3</sub> is hydrogen and R<sub>5</sub> is:



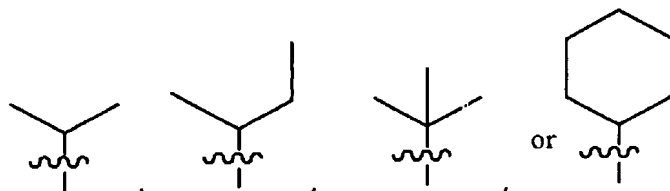
42. (currently amended) The compound according to claim[[s]] 1, wherein R<sub>2</sub>, R<sub>4</sub>, R<sub>7</sub>, and R<sub>12</sub> are each independently H, methyl, ethyl, or propyl.

43. (original) The compound according to claim 42, wherein R<sub>2</sub>, R<sub>4</sub>, R<sub>7</sub>, and R<sub>12</sub> are each H.

44. (previously presented) The compound according to claim 1, wherein R<sub>3</sub> is:

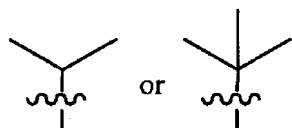


45. (original) The compound according to claim 44, wherein R<sub>3</sub> is:

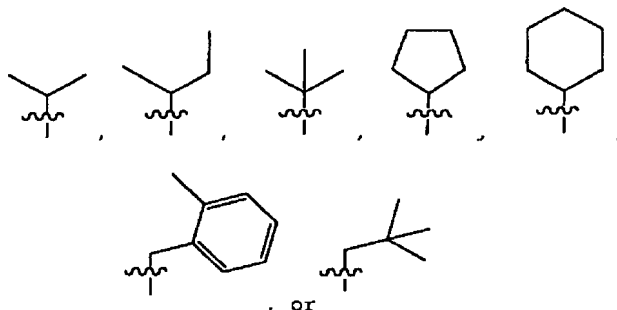


46. (original) The compound according to claim 45, wherein  $R^3$  is:

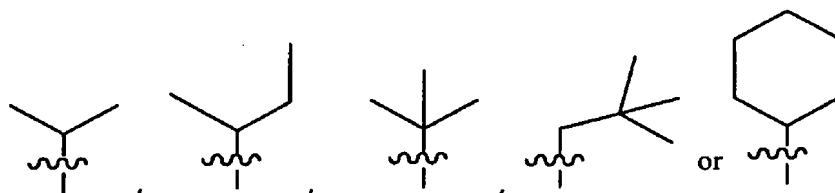
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47. (previously presented) The compound according to claim 1, wherein  $R^1$  is:



48. (original) The compound according to claim 47, wherein  $R_1$  is:



49. (original) The compound according to claim 48, wherein  $R_1$  is cyclohexyl.
50. (previously presented) A pharmaceutical composition comprising a compound according to claim 1 or a pharmaceutically acceptable salt thereof; and a acceptable carrier, adjuvant or vehicle.

51.-63. (canceled)